

DEBT RESTRUCTURE TABLE - PAYMENT OPTION A

| | ACCOUNTS PAYABLE | RESTATED FOR LOOK-BACK | CASH REIMB. % | PROPOSED CASH PAYMENT | 2002 PROPOSED CASH PAYMENT | 2003 PROPOSED CASH PAYMENT | 2004 PROPOSED CASH PAYMENT |
|--------------------------------------------------|-------------------------|---------------------------|------------------|--------------------------|----------------------------------|----------------------------------|----------------------------------|
| Debt Restructure Summary | | | | | | | |
| <i>Medical Claims Liabilities</i> | | | | | | | |
| Subscribers | \$11,025.67 | \$11,025.67 | 100% | \$11,025.67 | \$ 11,025.67 | \$ - | \$ - |
| Individually Large Hospital Providers | 30,826,219.29 | 37,317,977.41 | 35% | 13,061,292.09 | 6,530,646.05 | 3,265,323.02 | 3,265,323.02 |
| Physician and Non-Physician Medical Providers | 18,753,439.13 | 17,150,633.01 | 45% | 7,696,801.05 | 7,696,801.05 | - | - |
| Hospitals | 13,775,472.09 | 9,138,484.00 | 30% | 2,741,545.20 | 2,741,545.20 | - | - |
| Pay In Full Providers | 1,266,850.97 | 1,092,728.51 | 25% | 271,867.46 | 271,867.46 | - | - |
| Pharmacy | 35,993.28 | 39,648.25 | 25% | 9,912.06 | 9,912.06 | - | - |
| Primary Care Centers | 62,943.39 | (18,494.74) | 25% | (4,623.69) | (4,623.69) | - | - |
| Collection Agencies | 847.14 | 788.99 | 0% | - | - | - | - |
| | 64,732,790.96 | 64,732,791.10 | | 23,787,819.85 | 17,257,173.80 | 3,265,323.02 | 3,265,323.02 |
| <i>Primary Care Capitation Withhold</i> | 896,635.97 | | 25% | 224,158.99 | 224,158.99 | - | - |
| <i>Federal Government Contingent Liabilities</i> | 2,574,934.00 | | 20% | 514,986.80 | 514,986.80 | - | - |
| <i>Surplus Notes</i> | 17,300,000.00 | | 0% | - | - | - | - |
| <i>Total Pre-Rehabilitation Liabilities</i> | <u>\$ 85,504,360.93</u> | | | <u>\$ 24,526,965.64</u> | <u>\$ 17,996,319.59</u> | <u>\$ 3,265,323.02</u> | <u>\$ 3,265,323.02</u> |

| | AMOUNT | % OF APPLICABLE LIABILITIES | % OF NON-SUBORD. LIABILITIES |
|------------------------------------------------|--------------------------|--------------------------------|------------------------------------|
| Net Impact on Creditors | | | |
| Total Pre 7/31/01 Non-Subordinated Liabilities | 68,204,360.93 | 62.5% | |
| Total Pre 7/31/01 Subordinated Liabilities | 17,300,000.00 | 15.9% | |
| Total Post 7/31/01 Liabilities | 23,609,457.00 | 21.6% | |
| Total Liabilities | <u>\$ 109,113,817.93</u> | <u>100.0%</u> | |

| | | | |
|-------------------------------------------------|-------------------------|--------------|--------------|
| <i>Restructure Proposal</i> | | | |
| Cash Payments to Creditors for Pre 8/1/01 Liab. | 24,526,965.64 | 36.0% | |
| Surplus Notes | - | 0.0% | |
| Post 7/31/01 Provider Liabilities | 23,609,457.00 | 100.0% | |
| | <u>\$ 48,136,422.64</u> | <u>44.1%</u> | <u>52.4%</u> |

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|-----------------------------|--|-------|-------|
| <i>Liquidation Scenario</i> | | | |
| Cash Payment to Creditors | | 21.9% | 25.7% |

Summary of OmniCare Balance Sheet Impact

| | |
|--------------------------------------------------------|---------------------------|
| <i>Fund Balance/Equity Adjustments:</i> | |
| Write off medical claims liabilities | \$ (40,944,971.11) |
| Write off primary care capitation withhold liabilities | (672,476.97) |
| Write off Federal Government contingent liabilities | (2,059,947.20) |
| Write off Surplus Notes | <u>(17,300,000.00)</u> |
| Change in unrestricted fund balance/equity | (60,977,395.28) |
| Reduction in surplus notes | <u>17,300,000.00</u> |
| Net Change in Equity | <u>\$ (43,677,395.28)</u> |

Other Balance Sheet Account Changes

| | |
|---------------------------------------|-------------------------|
| Cash payments | \$ (24,526,965.64) |
| Reduce medical claims payable | 65,629,426.93 |
| Reduce accrued liabilities | <u>2,574,934.00</u> |
| Change in other balance sheet amounts | <u>\$ 43,677,395.28</u> |

DEBT RESTRUCTURE TABLE - PAYMENT OPTION B

| | ACCOUNTS PAYABLE | RESTATED FOR LOOK-BACK | CASH REIMB. % | PROPOSED CASH PAYMENT | PROPOSED SURPLUS NOTES |
|--------------------------------------------------|-------------------------|---------------------------|------------------|--------------------------|---------------------------|
| Debt Restructure Summary | | | | | |
| <i>Medical Claims Liabilities</i> | | | | | |
| Subscribers | \$11,025.67 | \$11,025.67 | 100% | \$11,025.67 | \$0.00 |
| Individually Large Hospital Providers | 30,826,219.29 | 37,317,977.41 | 25% | 9,329,494.35 | 21,496,724.94 |
| Physician and Non-Physician Medical Providers | 18,753,439.13 | 17,150,633.01 | 35% | 5,981,716.41 | 12,771,722.72 |
| Hospitals | 13,775,472.09 | 9,138,484.00 | 20% | 1,827,696.80 | 11,947,775.29 |
| Pay In Full Providers | 1,266,850.97 | 1,092,728.51 | 15% | 162,594.61 | 1,104,256.36 |
| Pharmacy | 35,993.28 | 39,648.25 | 15% | 5,947.24 | 30,046.04 |
| Primary Care Centers | 62,943.39 | (18,494.74) | 15% | (2,774.21) | 65,717.60 |
| Collection Agencies | 847.14 | 788.99 | 0% | - | 847.14 |
| | 64,732,790.96 | 64,732,791.10 | | 17,315,700.87 | 47,417,090.09 |
| <i>Primary Care Capitation Withhold</i> | 896,635.97 | | 15% | 134,495.39 | 762,140.57 |
| <i>Federal Government Contingent Liabilities</i> | 2,574,934.00 | | 10% | 257,493.40 | 2,317,440.60 |
| <i>Surplus Notes</i> | 17,300,000.00 | | 0% | - | - |
| <i>Total Pre-Rehabilitation Liabilities</i> | <u>\$ 85,504,360.93</u> | | | <u>\$ 17,707,689.66</u> | <u>\$ 50,496,671.26</u> |

| | AMOUNT | % OF APPLICABLE LIABILITIES | % OF NON-SUBORD. LIABILITIES |
|------------------------------------------------|--------------------------|--------------------------------|------------------------------------|
| Net Impact on Creditors | | | |
| Total Pre 7/31/01 Non-Subordinated Liabilities | 68,204,360.93 | 62.5% | |
| Total Pre 7/31/01 Subordinated Liabilities | 17,300,000.00 | 15.9% | |
| Total Post 7/31/01 Liabilities | 23,609,457.00 | 21.6% | |
| Total Liabilities | <u>\$ 109,113,817.93</u> | <u>100.0%</u> | |

| | | | |
|-------------------------------------------------|-------------------------|--------|-------|
| <i>Restructure Proposal</i> | | | |
| Cash Payments to Creditors for Pre 8/1/01 Liab. | 17,707,689.66 | 26.0% | |
| Surplus Notes | - | 0.0% | |
| Post 7/31/01 Provider Liabilities | 23,609,457.00 | 100.0% | |
| | <u>\$ 41,317,146.66</u> | 37.9% | 45.0% |

| | | | |
|-----------------------------|--|-------|-------|
| <i>Liquidation Scenario</i> | | | |
| Cash Payment to Creditors | | 21.9% | 25.7% |

Summary of OmniCare Balance Sheet Impact

| | |
|--------------------------------------------------------|---------------------------|
| <i>Fund Balance/Equity Adjustments:</i> | |
| Write off medical claims liabilities | \$ (47,417,090.09) |
| Write off primary care capitation withhold liabilities | (762,140.57) |
| Write off Federal Government contingent liabilities | (2,317,440.60) |
| Write off Surplus Notes | (17,300,000.00) |
| Change in unrestricted fund balance/equity | (67,796,671.26) |
| Reduction in surplus notes | 17,300,000.00 |
| Net Change in Equity | <u>\$ (50,496,671.26)</u> |

| | |
|--------------------------------------------|-------------------------|
| <i>Other Balance Sheet Account Changes</i> | |
| Cash payments | \$ (17,707,689.66) |
| Reduce medical claims payable | 65,629,426.93 |
| Reduce accrued liabilities | 2,574,934.00 |
| Change in other balance sheet amounts | <u>\$ 50,496,671.26</u> |